


EXHIBIT A

This document was signed electronically on December 30, 2015, which may be different from its entry on the record.

IT IS SO ORDERED.

Dated: December 30, 2015




ALAN M. KOSCHIK
U.S. Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION

In re:)
) Chapter 11
QSL of Medina, Inc., *et. al.*,¹)
) Case Nos. 15-52722; 15-52726
) through 15-52732; 15-52734 through
) 15-52735; 15-52737 through 15-
) 52738; 15-52740 through 15-52749;
) 15-52751 through 15-52754
Debtors.) (Joint Administration under Case No.
) 15-52722)
)
) Hon. Judge Alan M. Koschik
)

¹ The Debtors and the last four digits of the Debtors' United States Tax Identification Number following in parentheses are: QSL of Medina, Inc. (8260); QSL Operations, Inc. (2667); QSL Management, Inc. (1988); Quaker Steak & Lube Franchising Corporation (1589); Quaker Steak & Wings, Inc. (7669); QSL Sauces, Inc. (8951); QSL Intellectual Properties Corporation (9985); QSL of Buffalo, Inc. (6439); QSL of Sheffield, Inc. (5326); QSL of Plano, Inc. (6701); QSL of Warren, Inc. (3865); QSL of Independence, Ohio, Inc. (0166); QSL of Newport News, Inc. (3858); QSL of Lakewood, Inc. (1575); QSL of Harrisonburg, Inc. (4832); QSL of Concord, Inc. (9262); QSL of Carrollton, Inc. (7632); QSL of Fort Wayne, Inc. (3079); Lube Holdings, Inc. (6457); Best Wings USA, Inc. (1339); QSL of Wheeling, Inc. (2220); QSL of Vermillion, Inc. (5207); QSL of Springfield, Inc. (9745); QSL of Springfield Realty, Inc. (9589); QSL of Fredericksburg, Inc. (4887); QSL of Medina Realty, Inc. (8418); and Lube Aggregator Inc. (1263).

**ORDER AUTHORIZING APPLICATION OF OFFICIAL COMMITTEE OF
UNSECURED CREDITORS TO EMPLOY BDO USA, LLP AS FINANCIAL ADVISORS
TO THE COMMITTEE, NUNC PRO TUNC TO DECEMBER 8, 2015.**

This matter coming before the Court on the *Application of Official Committee of Unsecured Creditors to Employ BDO USA as Financial Advisors to the Committee, Nunc Pro Tunc to December 8, 2015* (the "Application"), Docket No. 98, filed by the Official Committee of Unsecured Creditors of QSL of Medina, *et al.* (the "Committee"). The Court having reviewed the Application and considered the Verified Statement attached thereto as Exhibit A; the Court being satisfied that BDO is a "disinterested person" as such term is defined under 11 U.S.C. § 101(14), as modified by 11 U.S.C. 1107(b); the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and reference from the District Court for the Northern District of Ohio pursuant to 28 U.S.C. § 157; (b) this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) venue of the Debtors' chapter 11 cases and this Application is proper under 28 U.S.C. §§ 1408 and 1409; (d) service and notice of the Application was sufficient under the circumstances; and (e) the legal and factual bases set forth in the Application establish just cause for the relief granted herein.

IT IS HEREBY ORDERED THAT:

1. The Application shall be, and hereby is, GRANTED.
2. The Committee is authorized to retain and employ BDO as financial advisor to consult for and advise the Committee during the pendency of the Debtors' chapter 11 cases pursuant to section 1103 of the Bankruptcy Code and *nunc pro tunc* to December 8, 2015.
3. BDO shall be compensated for services rendered to the Committee, and reimbursed for related expenses, in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any other applicable orders of this Court.

4. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation and/or interpretation of this Order.

IT IS SO ORDERED.

#

Submitted by:

/s/ Christopher W. Peer
Christopher W. Peer (No. 0076257)
E-mail Cpeer@wickenslaw.com
John A. Polinko (No. 0073967)
E-mail JPolinko@WickensLaw.com
WICKENS, HERZER, PANZA, COOK & BATISTA CO.
35765 Chester Road
Avon, OH 44011-1262
(440) 695-8000 (Main)
(440) 695-8098 (Fax)

COUNSEL TO OFFICIAL COMMITTEE OF
UNSECURED CREDITORS

EXHIBIT B

BDO USA, LLP
Fee Application Summary
April 1 - July 31, 2016

Exhibit B

Time by Professional

<u>Name</u>	<u>Position with Firm</u>	<u>Category</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Larry Goddard	Principal	Consulting	3.6	415.00	1,494.00
Larry Goddard	Principal	Travel	0.0	207.50	-
Mark D. Kozel	Director	Consulting	148.6	350.00	52,010.00
Mark D. Kozel	Director	Travel	5.0	175.00	875.00
Total			<u>157.2</u>		<u>54,379.00</u>
<i>Blended Hourly Rate</i>				345.92	

Compensation by Category

<u>Project Category</u>	<u>Total Hours</u>	<u>Average Hourly Rate</u>	<u>Total Fees</u>
Claims Review	15.0	350.00	5,250.00
Committee Communications	14.2	362.82	5,152.00
Committee Oversight	6.4	350.00	2,240.00
Court Hearings	3.0	350.00	1,050.00
D&O Investigation	5.4	350.00	1,890.00
DIP/Cash Collateral	0.2	350.00	70.00
Meditation	12.0	350.00	4,200.00
Plan of Liquidation	6.7	350.00	2,345.00
Retention/Fee Application	28.4	350.00	9,940.00
Sale Efforts	60.9	350.85	21,367.00
Travel	5.0	175.00	875.00
Total Compensation Requested	<u>157.2</u>		<u>54,379.00</u>

Fee Application Totals

Total Fees	54,379.00
Total Expenses	341.73
TOTAL - All Fees & Expenses	<u>54,720.73</u>

EXHIBIT C

BDO USA, LLP
Expenses Incurred
April 1 - July 31, 2016

Exhibit C

<u>Date</u>	<u>Category</u>	<u>Associate</u>	<u>Charge</u>	<u>Notes</u>
3/17/2016	Mileage	Larry Goddard	35.10	Mileage: QSL to Akron
6/13/2016	Mileage	Mark D. Kozel	38.88	mileage to/from Status Conference hearing
<i>Total - Mileage</i>			<hr/> 73.98	
5/19/2016	Pacer	Mark D. Kozel	254.50	PACER - 1Q 2016
<i>Total - PACER</i>			<hr/> 254.50	
3/22/2016	Parking/Tolls	Larry Goddard	6.25	Parking for QSL court hearing - charge QSL
6/13/2016	Parking/Tolls	Mark D. Kozel	7.00	Parking - QSL Status Conference
<i>Total - Parking/Tolls</i>			<hr/> 13.25	
TOTAL - All Expenses			<hr/> 341.73 <hr/>	

EXHIBIT D

BDO USA, LLP
Invoice Detail by Category
April 1 - July 31, 2016

Exhibit B

<u>Date</u>	<u>Matter</u>	<u>Associate</u>	<u>Duration</u>	<u>Rate</u>	<u>Charge</u>	<u>Notes</u>
6/13/2016	Claims Review	Mark D. Kozel	0.7	350.00	245.00	Begin review of updated filed & scheduled claims register (0.7)
6/24/2016	Claims Review	Mark D. Kozel	2.0	350.00	700.00	Continued review of filed and scheduled claims (2.0)
6/27/2016	Claims Review	Mark D. Kozel	7.7	350.00	2,695.00	Review claims for allowance, objection, basis and inclusion in waterfall (7.7)
6/29/2016	Claims Review	Mark D. Kozel	4.4	350.00	1,540.00	Continued work on Claims review (4.4)
6/30/2016	Claims Review	Mark D. Kozel	0.2	350.00	70.00	Telecon with Peer on status of claims review (0.2)
Total - Claims Review					5,250.00	
4/12/2016	Committee Communications	Mark D. Kozel	0.2	350.00	70.00	Review draft message to the Committee and provide suggestions to Peer (0.2)
4/14/2016	Committee Communications	Mark D. Kozel	0.2	350.00	70.00	Telecon with Peer prior to Committee call (0.2)
4/14/2016	Committee Communications	Mark D. Kozel	0.8	350.00	280.00	Participate in Committee conference call (0.8)
4/28/2016	Committee Communications	Larry Goddard	0.5	415.00	207.50	Participate in bi-weekly committee call
4/28/2016	Committee Communications	Mark D. Kozel	1.1	350.00	385.00	Participate in Committee update conference call (1.1)
4/28/2016	Committee Communications	Mark D. Kozel	0.1	350.00	35.00	Telecon with Peer on response to Committee questions (0.1)
4/28/2016	Committee Communications	Mark D. Kozel	0.1	350.00	35.00	Review email from Peer regarding Committee member questions and responses (0.1)
5/12/2016	Committee Communications	Mark D. Kozel	0.5	350.00	175.00	Prepare for Committee Conference Call (0.5)
5/12/2016	Committee Communications	Mark D. Kozel	0.4	350.00	140.00	Participate in Committee call (0.4)
5/12/2016	Committee Communications	Mark D. Kozel	0.1	350.00	35.00	Telecon with Peer on Committee call and member request (0.1)
5/20/2016	Committee Communications	Mark D. Kozel	0.1	350.00	35.00	Review proposed Committee call agenda and comment on same (0.1)
5/23/2016	Committee Communications	Mark D. Kozel	0.1	350.00	35.00	Email exchange with Peer on information for Committee member (0.1)
5/24/2016	Committee Communications	Mark D. Kozel	0.1	350.00	35.00	Build PDF of schedules to support estimates in Committee waterfall and forward to Peer for disseminating to the Committee (1.6)
5/24/2016	Committee Communications	Mark D. Kozel	1.6	350.00	560.00	Participate in committee call
5/26/2016	Committee Communications	Larry Goddard	1.6	415.00	664.00	Prepare (0.6) and participate in Committee conference call (1.6) Total 2.2
5/27/2016	Committee Communications	Mark D. Kozel	2.2	350.00	770.00	Telecons with Peer on Committee call (0.1), (0.2) – total (0.3)
5/27/2016	Committee Communications	Mark D. Kozel	0.3	350.00	105.00	Telecon with Peer on Committee call and agenda (0.1)
6/9/2016	Committee Communications	Mark D. Kozel	0.1	350.00	35.00	Participate in Committee Conference Call (1.2)
6/9/2016	Committee Communications	Mark D. Kozel	1.2	350.00	420.00	Email exchange (5) with Peer on cash balance and discussion of same with Committee on Thursday (0.2)
6/20/2016	Committee Communications	Mark D. Kozel	0.2	350.00	70.00	Participate in committee call
6/23/2016	Committee Communications	Larry Goddard	0.7	415.00	290.50	Prepare for (0.3) and participate in Committee Call (0.7) – Total (1.0)
6/23/2016	Committee Communications	Mark D. Kozel	1.0	350.00	350.00	Prepare for (0.5) and participate in Committee update call (0.6)
7/7/2016	Committee Communications	Mark D. Kozel	1.1	350.00	385.00	
Total - Committee Communications					5,152.00	
4/8/2016	Committee Oversight	Mark D. Kozel	0.3	350.00	105.00	Conference with Goddard on purchase price adjustments and open issues (0.3)
4/8/2016	Committee Oversight	Mark D. Kozel	0.1	350.00	35.00	Email exchange with Peer on reformulated Committee post-closing (0.1)
4/13/2016	Committee Oversight	Mark D. Kozel	0.7	350.00	245.00	Telecon with Peer on waterfall, open issues (0.7)
4/13/2016	Committee Oversight	Mark D. Kozel	1.3	350.00	455.00	Begin compiling Corporate information for Peer (1.3)
5/2/2016	Committee Oversight	Mark D. Kozel	0.1	350.00	35.00	Review modifications made to Brief in support of Mastodon fee forwarded by Peer. (0.1)
5/2/2016	Committee Oversight	Mark D. Kozel	0.1	350.00	35.00	Telecon with Peer on same (0.1)
5/10/2016	Committee Oversight	Mark D. Kozel	0.2	350.00	70.00	Telecon with Peer on open issues and this week's focus (0.2)
5/18/2016	Committee Oversight	Mark D. Kozel	0.4	350.00	140.00	Review and respond with comments on Lippert contract (0.4)
5/18/2016	Committee Oversight	Mark D. Kozel	0.3	350.00	105.00	Email exchanges with Peer on Lippert call (0.3)
5/19/2016	Committee Oversight	Mark D. Kozel	0.2	350.00	70.00	Telecon with Peer on this afternoon's call and tomorrow's meeting (0.2)
6/13/2016	Committee Oversight	Mark D. Kozel	0.5	350.00	175.00	Lunch meeting with Chris Peer on hearing & status conference (0.5)
6/13/2016	Committee Oversight	Mark D. Kozel	0.2	350.00	70.00	Meeting with Peer & Polinko following hearing to review and strategize (0.2)

Invoice Detail by Category

April 1 - July 31, 2016

<u>Date</u>	<u>Matter</u>	<u>Associate</u>	<u>Duration</u>	<u>Rate</u>	<u>Charge</u>	<u>Notes</u>
6/17/2016	Committee Oversight	Mark D. Kozel	0.1	350.00	35.00	Leave detailed voicemail with Peer on conversations with Lane on payment of admin expenses (0.1)
6/20/2016	Committee Oversight	Mark D. Kozel	0.3	350.00	105.00	Email exchange (7) with John Lane on available cash, claims analysis and waterfall (0.3)
6/22/2016	Committee Oversight	Mark D. Kozel	1.3	350.00	455.00	Review and update Sale Proceeds worksheet and Sale Waterfall. Create PDF's and forward to Peer (1.3)
7/27/2016	Committee Oversight	Mark D. Kozel	0.3	350.00	105.00	Telecon with Peer on case updates (0.3)
Total - Committee Oversight			6.4		2,240.00	
6/13/2016	Court Hearings	Mark D. Kozel	1.8	350.00	630.00	Update waterfall and prepare other materials for hearing & status conference this afternoon (1.8)
6/13/2016	Court Hearings	Mark D. Kozel	1.2	350.00	420.00	Hearing before the Honorable Alan Koschik on plan exclusivity, etc. (1.2)
Total - Court Hearings			3.0		1,050.00	
5/10/2016	D&O Investigation	Mark D. Kozel	0.1	350.00	35.00	Respond to email from Peer on contact with former franchisee. Review synopsis of conversation had with same (0.1)
5/11/2016	D&O Investigation	Mark D. Kozel	0.3	350.00	105.00	Telecon with Peer on former franchisee, records to be retained and status of various actions brought by Debtors (0.3)
5/12/2016	D&O Investigation	Mark D. Kozel	0.1	350.00	35.00	Respond to email request for availability to meet with franchisee (0.1)
5/12/2016	D&O Investigation	Mark D. Kozel	0.1	350.00	35.00	Review request for document retention and additional comments by LG and CP and respond accordingly (0.1)
5/20/2016	D&O Investigation	Mark D. Kozel	1	350.00	350.00	Conference call with former franchisee on observations made (1.0)
5/20/2016	D&O Investigation	Mark D. Kozel	0.5	350.00	175.00	Conference with Peer and Polinko on thoughts relative to previous call and what items we could/should pursue (0.5)
5/20/2016	D&O Investigation	Mark D. Kozel	0.8	350.00	280.00	Conference with Peer, Polinko and Nakon on potential D&O claims and strategy (0.8)
5/23/2016	D&O Investigation	Mark D. Kozel	0.3	350.00	105.00	Review correspondence from former franchisee (0.3)
5/23/2016	D&O Investigation	Mark D. Kozel	0.2	350.00	70.00	Draft email to Peer/Polinko on thoughts re: letters. Review Polinko response (0.2)
5/24/2016	D&O Investigation	Mark D. Kozel	0.9	350.00	315.00	Review of Polinko's D&O investigative summary for Committee. Draft some suggestions and an alternate communication vehicle, which was later adapted (0.9)
6/7/2016	D&O Investigation	Mark D. Kozel	0.3	350.00	105.00	Review MH document request sent by Polinko. Draft response with question. Note John's response (0.3)
6/8/2016	D&O Investigation	Mark D. Kozel	0.1	350.00	35.00	Review revised document request and respond with suggestion via email (0.1)
6/8/2016	D&O Investigation	Mark D. Kozel	0.1	350.00	35.00	Review Peer and Nakon comments to document request (0.1)
6/8/2016	D&O Investigation	Mark D. Kozel	0.1	350.00	35.00	Respond to request for information from Polinko with summary of SOFA responses on Debtor supplied financial information (0.1)
6/10/2016	D&O Investigation	Mark D. Kozel	0.2	350.00	70.00	Review 2004 exam motion and comment on same (0.2)
6/29/2016	D&O Investigation	Mark D. Kozel	0.3	350.00	105.00	Review revised Debtor records request. Review files available from dataroom and previous request and respond to John (0.3)
Total - D&O Investigation			5.4		1,890.00	
4/15/2016	DIP/Cash Collateral	Mark D. Kozel	0.2	350.00	70.00	Review latest DIP Budget (0.2)
Total - DIP/Cash Collateral			0.2		70.00	
6/8/2016	Mediation	Mark D. Kozel	0.5	350.00	175.00	Review Travaglini mediation document. Review agreement. Draft thoughts and comments email to Polinko (0.5)
6/8/2016	Mediation	Mark D. Kozel	0.2	350.00	70.00	Review John's request regarding Travaglini potential settlement on waterfall. Respond. Adjust response & resend (0.2)

Invoice Detail by Category

April 1 - July 31, 2016

<u>Date</u>	<u>Matter</u>	<u>Associate</u>	<u>Duration</u>	<u>Rate</u>	<u>Charge</u>	<u>Notes</u>
6/9/2016	Mediation	Mark D. Kozel	0.2	350.00	70.00	Review and comment on Committee Mediation Brief (0.2)
6/10/2016	Mediation	Mark D. Kozel	0.1	350.00	35.00	Email exchange with Polinko on mediation schedule (0.1) Review all pleadings and other pertinent documents in preparation for mediation on Thursday (2.8)
6/14/2016	Mediation	Mark D. Kozel	2.8	350.00	980.00	Meeting with Polinko prior to mediation (0.5)
6/16/2016	Mediation	Mark D. Kozel	0.5	350.00	175.00	Participate in Mediation session (7.5)
6/16/2016	Mediation	Mark D. Kozel	7.5	350.00	2,625.00	Review 9019 motion & proposed order and respond to John (0.2)
6/29/2016	Mediation	Mark D. Kozel	0.2	350.00	70.00	
Total - Mediation			12.0		4,200.00	
5/20/2016	Plan of Liquidation	Mark D. Kozel	0.5	350.00	175.00	Conference with Peer and Polinko on Plan of Reorganization thoughts (0.5)
5/25/2016	Plan of Liquidation	Mark D. Kozel	0.4	350.00	140.00	Calls with Peer on Exclusivity extension and Committee call tomorrow (0.3), (0.1) total (0.4)
6/2/2016	Plan of Liquidation	Mark D. Kozel	0.5	350.00	175.00	Review Plan outline, make comments and email back to Chris/John (0.5)
6/3/2016	Plan of Liquidation	Mark D. Kozel	0.2	350.00	70.00	Review revisions to Plan outline sheet forwarded by Peer (0.2) Telecon with Peer & Polinko on Plan discussions with Debtors counsel next week and scheduled status conference (0.6)
6/3/2016	Plan of Liquidation	Mark D. Kozel	0.6	350.00	210.00	Conference call with Peer/Polinko on Plan discussions with MH (0.5)
6/7/2016	Plan of Liquidation	Mark D. Kozel	0.5	350.00	175.00	Review and Comment on Committee Limited Objection to Exclusivity Extension (0.4)
6/9/2016	Plan of Liquidation	Mark D. Kozel	0.4	350.00	140.00	Telecon with Peer on mediation and limited objection to exclusivity (0.2)
6/10/2016	Plan of Liquidation	Mark D. Kozel	0.2	350.00	70.00	Telecon with Peer on Limited Objection (0.1)
6/10/2016	Plan of Liquidation	Mark D. Kozel	0.1	350.00	35.00	Conferences prior to hearing on exclusivity extension & plan elements (0.5)
6/13/2016	Plan of Liquidation	Mark D. Kozel	0.5	350.00	175.00	Review and comment on Exclusivity Order (0.3)
6/14/2016	Plan of Liquidation	Mark D. Kozel	0.3	350.00	105.00	Preliminary review of Disclosure Statement forwarded by Scott (0.2)
7/27/2016	Plan of Liquidation	Mark D. Kozel	0.2	350.00	70.00	Review proposed Disclosure Statement (1.2)
7/28/2016	Plan of Liquidation	Mark D. Kozel	1.2	350.00	420.00	
7/28/2016	Plan of Liquidation	Mark D. Kozel	0.5	350.00	175.00	Insert comments, suggestions into Disclosure Statement document and forward to Peer (0.5)
7/28/2016	Plan of Liquidation	Mark D. Kozel	0.1	350.00	35.00	Email exchange with Peer on Disclosure Statement overview (0.1)
7/29/2016	Plan of Liquidation	Mark D. Kozel	0.2	350.00	70.00	Telecon with Peer on Disclosure Statement modifications (0.2)
7/29/2016	Plan of Liquidation	Mark D. Kozel	0.3	350.00	105.00	Telecon with Peer on Claims review (0.3)
Total - Plan of Liquidation			6.7		2,345.00	
4/6/2016	Retention/Fee Application	Mark D. Kozel	0.8	350.00	280.00	Continued work on March invoice/fee application materials (0.8)
4/7/2016	Retention/Fee Application	Mark D. Kozel	1.8	350.00	630.00	Continued work on Fee Application (1.8)
4/11/2016	Retention/Fee Application	Mark D. Kozel	0.1	350.00	35.00	Voicemail exchange with Peer on status of March invoices & upcoming Fee Applications (0.1)
4/12/2016	Retention/Fee Application	Mark D. Kozel	3.0	350.00	1,050.00	Finalize March invoice and forward to Peer (3.0)
4/12/2016	Retention/Fee Application	Mark D. Kozel	2.5	350.00	875.00	Work on First BDO Fee Application (2.5)
4/13/2016	Retention/Fee Application	Mark D. Kozel	1.2	350.00	420.00	Continued work on Fee Application (1.2)
4/15/2016	Retention/Fee Application	Mark D. Kozel	1.4	350.00	490.00	Continued work on Fee Application (1.4)
4/25/2016	Retention/Fee Application	Mark D. Kozel	1.8	350.00	630.00	Continued work on BDO First Fee Application (1.8)
4/26/2016	Retention/Fee Application	Mark D. Kozel	5.8	350.00	2,030.00	Continued work on Fee Application, Affidavit and proposed order (5.8) Telecon with Peer on Mastodon Fee Application and approaches, BDO fee application and related (0.4)
4/27/2016	Retention/Fee Application	Mark D. Kozel	0.4	350.00	140.00	Compile PDF version of Fee Application and forward to Peer for Committee review (0.7)
4/27/2016	Retention/Fee Application	Mark D. Kozel	0.7	350.00	245.00	Telecon with Peer on status of Fee Application revision (0.1)
4/28/2016	Retention/Fee Application	Mark D. Kozel	0.1	350.00	35.00	

BDO USA, LLP
Invoice Detail by Category
April 1 - July 31, 2016

Exhibit B

<u>Date</u>	<u>Matter</u>	<u>Associate</u>	<u>Duration</u>	<u>Rate</u>	<u>Charge</u>	<u>Notes</u>
4/28/2016	Retention/Fee Application	Mark D. Kozel	1.0	350.00	350.00	Make final revisions to Fee Application, obtain LG signoff, scan, assemble revised Fee Application & exhibits and forward to Peer (1.0)
4/28/2016	Retention/Fee Application	Mark D. Kozel	0.1	350.00	35.00	Forward Word version of Fee Application to Peer at his request (0.1)
5/10/2016	Retention/Fee Application	Mark D. Kozel	3.3	350.00	1,155.00	Compile April invoice, format and forward to Peer (3.3)
5/31/2016	Retention/Fee Application	Mark D. Kozel	0.1	350.00	35.00	Review Order on Fee Application (0.1)
6/10/2016	Retention/Fee Application	Mark D. Kozel	1.6	350.00	560.00	Compile & submit May Fee Invoice (1.6)
6/28/2016	Retention/Fee Application	Mark D. Kozel	0.3	350.00	105.00	Review and respond to email from John Lane on last payment (0.3)
6/28/2016	Retention/Fee Application	Mark D. Kozel	0.1	350.00	35.00	Review email on payment of latest monthly fee statement (0.1)
7/6/2016	Retention/Fee Application	Mark D. Kozel	2.3	350.00	805.00	Compile and produce June 2016 invoice (2.3)
Total - Retention/Fee Application					9,940.00	
4/1/2016	Sale Efforts	Larry Goddard	0.4	415.00	166.00	Call with Chris Peer and Mark Kozel re Mastodon fees
4/1/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Review email from Peer on Mastodon fee and comment (0.1)
4/1/2016	Sale Efforts	Mark D. Kozel	1.2	350.00	420.00	Review Mastodon Success fee calculations. Draft Committee comparison and forward to Peer, Polinko and Goddard (1.2)
4/1/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Email exchange with Peer on Mastodon fee calculation (0.1)
4/1/2016	Sale Efforts	Mark D. Kozel	0.3	350.00	105.00	Revisit fee calculation and propose changes (0.3)
4/1/2016	Sale Efforts	Mark D. Kozel	0.4	350.00	140.00	Conference call with LG and Peer on Mastodon fee, closing and the like (0.4)
4/1/2016	Sale Efforts	Mark D. Kozel	1	350.00	350.00	Update dataroom copy for use after sale close (1.0)
4/1/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Telecon with Robert on closing issues (0.1)
4/1/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Telecon with Peer on closing issues - Sharon land (0.1)
4/1/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Draft detailed email to John Lane requesting information specific to purchase price adjustment (0.2)
4/4/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Telecon with Peer on information request (0.1)
4/4/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Telecon with Robert regarding status of information and purchase price mechanism (0.1)
4/4/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Telecon with Peer on purchase price mechanism and concerns on Schedule 2.6(c) of Designation Rights package (0.3)
4/4/2016	Sale Efforts	Mark D. Kozel	0.3	350.00	105.00	Review email request for update from Peer and respond. Telecon on same (0.2)
4/5/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Draft email to John Lane & Robert on information for purchase price calculation. Review response (0.1)
4/5/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Email exchange (6) with Robert on establishing a conference call to review purchase price number status (0.2)
4/5/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Call with Robert & Sean on status of purchase price calculations (0.3)
4/5/2016	Sale Efforts	Mark D. Kozel	0.3	350.00	105.00	Telecon with Peer following Mastodon call to report progress made (0.2)
4/5/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Receive 3 emails from Sean with wiring instructions for banks. Forward to Peer/Polinko for clarification/approval (0.2)
4/5/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Telecon with Peer on secured creditor wiring instructions, data for purchase price calculations and concerns on designated Rights Schedule 2.6(c) (0.3)
4/5/2016	Sale Efforts	Mark D. Kozel	0.3	350.00	105.00	Forward copy of BDO analysis of Purchase Price adjustment calculations and preliminary waterfall to Mastodon for comparison to their numbers (0.3)
4/5/2016	Sale Efforts	Mark D. Kozel	0.3	350.00	105.00	Review email questions from Peer. Respond with recap of conversation with Mike last evening regarding sale closing (0.2)
4/6/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Email exchange and telecon with Robert on purchase price adjustment calculation and timetable (0.2)
4/6/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Call with Robert on status of Purchase Price adjustment data (0.4)
4/6/2016	Sale Efforts	Mark D. Kozel	0.4	350.00	140.00	Review waterfall and budget
4/7/2016	Sale Efforts	Larry Goddard	0.4	415.00	166.00	Review email from Robert. Create and forward Excel file of Committee's Purchase Price adjustments and waterfall per his request (0.3)
4/7/2016	Sale Efforts	Mark D. Kozel	0.3	350.00	105.00	

BDO USA, LLP
Invoice Detail by Category
April 1 - July 31, 2016

Exhibit B

<u>Date</u>	<u>Matter</u>	<u>Associate</u>	<u>Duration</u>	<u>Rate</u>	<u>Charge</u>	<u>Notes</u>
4/7/2016	Sale Efforts	Mark D. Kozel	0.4	350.00	140.00	Review draft version of Mastodon purchase price calculation and waterfall prior to 2 PM call to discuss (0.4)
4/7/2016	Sale Efforts	Mark D. Kozel	1.4	350.00	490.00	Conference call with Mastodon, Inglewood on purchase price calculations (1.4)
4/7/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Call with Peer following Mastodon call (0.2)
4/7/2016	Sale Efforts	Mark D. Kozel	0.4	350.00	140.00	Follow-up call with Peer on open issues on purchase price adjustment (0.4)
4/7/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Call with Peer on his conversation with Christal on shack and parking lot issues (0.2)
						Review purchase price comparison and insert comments, amounts estimated to be retained by the Estate, etc. and forward to Mastodon, Inglewood, and Chris Peer so everyone is on same page (0.8)
4/7/2016	Sale Efforts	Mark D. Kozel	0.8	350.00	280.00	Email exchange (4)with Peer on meeting prior to call with Mastodon, Inglewood & Debtors on Purchase Price adjustment issues (0.2)
4/8/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Review files on Purchase Price adjustments in preparation for this morning's call (0.3)
4/8/2016	Sale Efforts	Mark D. Kozel	0.3	350.00	105.00	
4/8/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Telecon with Chris and Ben in preparation for call with Debtors on Purchase Price issues (0.2)
4/8/2016	Sale Efforts	Mark D. Kozel	0.7	350.00	245.00	Call with Mastodon, McDonald Hopkins, Inglewood and Committee counsel on property issues and franchise receivables (0.7)
4/8/2016	Sale Efforts	Mark D. Kozel	0.5	350.00	175.00	Telecon with Chris Peer on Mastodon call, follow-up steps and closing (0.5)
4/8/2016	Sale Efforts	Mark D. Kozel	0.7	350.00	245.00	Second call with Mastodon, John Lane on Purchase Price Adjustments (0.7)
4/8/2016	Sale Efforts	Mark D. Kozel	0.4	350.00	140.00	Email exchange with Sean on vehicle payoffs, Review documentation and compare to Proofs of Claim (0.4)
4/8/2016	Sale Efforts	Mark D. Kozel	0.3	350.00	105.00	Review of APA and review with Chris and Ben re: Gift Card Account Receivable adjustment (0.3)
4/8/2016	Sale Efforts	Mark D. Kozel	0.5	350.00	175.00	Review revised waterfall from Sean (0.5)
4/8/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Email exchange with Sean on Franchise Payment Receivables (0.1)
4/8/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Email to John Lane on inventory details (0.1)
						Review of latest Mastodon Purchase Price model, Reconcile with Committee's model, Scout deficiencies and concerns, Telecon with Peer on same, Draft email and forward analysis with detailed cover email to Peer (3.4)
4/9/2016	Sale Efforts	Mark D. Kozel	3.4	350.00	1,190.00	
4/9/2016	Sale Efforts	Mark D. Kozel	1	350.00	350.00	Telecon with Peer on Amendment #4 and Purchase Price (1.0)
4/9/2016	Sale Efforts	Mark D. Kozel	0.5	350.00	175.00	Continue to review purchase price calculations (0.5)
4/9/2016	Sale Efforts	Mark D. Kozel	0.9	350.00	315.00	Conference call with Peer, Christal, Robert on Amendment #4 and purchase price elements (0.9)
4/9/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Follow-up telecon with Peer on conversation with Lane (0.1)
4/9/2016	Sale Efforts	Mark D. Kozel	0.6	350.00	210.00	Telecon with John Lane on Purchase price elements (0.6)
4/9/2016	Sale Efforts	Mark D. Kozel	0.8	350.00	280.00	Make modifications to BDO Purchase Price model and Mastodon model with notes, Draft cover email to Peer with those files and explanation of conversation with lane (0.8)
4/10/2016	Sale Efforts	Mark D. Kozel	1.4	350.00	490.00	Email exchange (37) on sale proceeds and Amendment 4 to the APA status, Work to get Debtors the updated Sale Purchase Price calculations and explanations (1.4)
4/10/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Telecon with Peer on Amendment #4 and open issues with Robert & Christal (0.2)
4/10/2016	Sale Efforts	Mark D. Kozel	0.6	350.00	210.00	Email exchange (17) with Peer, Robert, Christal on need for conference call and remaining issues (0.6)
4/11/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Telecon with Peer on updates to sale proceeds and waterfall models (0.1)
4/11/2016	Sale Efforts	Mark D. Kozel	5.9	350.00	2,065.00	Work on updates to sale proceeds including notes for committee and projected waterfall analysis, Forward to Peer for review at our 4PM call (5.9)
4/11/2016	Sale Efforts	Mark D. Kozel	0.4	350.00	140.00	Telecon with Peer on sale proceeds and waterfall models and committee call on Thursday (0.4)
4/12/2016	Sale Efforts	Mark D. Kozel	0.7	350.00	245.00	Complete revisions to Purchase Price calculation and waterfall, Forward to Peer for review (0.7)
4/13/2016	Sale Efforts	Mark D. Kozel	0.9	350.00	315.00	Review flow of funds spreadsheet V17 from debtors (0.9)

BDO USA, LLP
Invoice Detail by Category
April 1 - July 31, 2016

Exhibit B

<u>Date</u>	<u>Matter</u>	<u>Associate</u>	<u>Duration</u>	<u>Rate</u>	<u>Charge</u>	<u>Notes</u>
4/13/2016	Sale Efforts	Mark D. Kozel	0.6	350.00	210.00	Telecon with Peer on Mastodon purchase price (0.6)
4/13/2016	Sale Efforts	Mark D. Kozel	0.4	350.00	140.00	Telecon with Peer on open issues (0.4)
4/13/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Draft email to Lane on cash at closing (0.1)
4/13/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Review responsive email from Lane (0.1)
4/14/2016	Sale Efforts	Mark D. Kozel	0.8	350.00	280.00	Review 4th APA Amendment as revised (0.8)
4/14/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Review Newport News Assessment (0.1)
4/14/2016	Sale Efforts	Mark D. Kozel	0.5	350.00	175.00	Emails (2) to Peer on 4th amendment issues (0.2), (0.3) total (0.5)
4/14/2016	Sale Efforts	Mark D. Kozel	0.4	350.00	140.00	Review TA comments on 4th Amendment & respond to Peer (0.4)
4/14/2016	Sale Efforts	Mark D. Kozel	0.6	350.00	210.00	Telecons (3) with Peer on 4th amendment, funds flow, closing and related issues (0.2), (0.2), (0.2) total (0.6)
4/14/2016	Sale Efforts	Mark D. Kozel	1.2	350.00	420.00	Conference call with Debtors, Mastodon and Committee professionals on 4th amendment and changes needed to be made and revised closing statement (1.2)
4/15/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Telecon with Peer on status of closing (0.2)
4/15/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Review email and voicemail from Peer on discussions with TA on Franchise receivable (0.1)
4/15/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Email exchange (5) with Robert on GUC. Forward BDO GUC Claims Analysis (0.2)
4/15/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Telecon with Robert on Bosselman and Waco claims (0.1)
4/15/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Telecon with Peer on closing delayed (0.1)
4/18/2016	Sale Efforts	Mark D. Kozel	0.4	350.00	140.00	Review draft of revised 4th amendment to APA for changes (0.4)
4/18/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Telecon with Peer on 4th amendment and waterfall whereabouts (0.1)
4/18/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Telecon with Peer on status of Waterfall from Robert (0.1)
4/18/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Draft email to Robert on status of purchase price calculations based on latest Amendment
4/18/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Review response (0.1)
4/18/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Telecon with Peer on status of Flow of Funds memorandum from Robert (0.1)
4/18/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Email exchange with Robert and Christal on status of changes to 4th amendment and corresponding flow of funds memorandum (0.2)
4/18/2016	Sale Efforts	Mark D. Kozel	0.6	350.00	210.00	Review flow of funds worksheet from Robert and compare to previous versions and latest version of Amendment #4 (0.6)
4/18/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Telecon with Peer on latest flow of funds worksheet (0.1)
4/18/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Telecon with Peer on Debtors' current cash balance (0.1)
4/18/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Telecon with John Lane on current cash balance (0.1)
4/18/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Telecon with Peer on results of call with Lane (0.1)
4/19/2016	Sale Efforts	Mark D. Kozel	0.3	350.00	105.00	Review 4th amendment to APA, version 3 (0.3)
4/19/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Telecon with Peer on latest revision to 4th amendment (0.1)
4/19/2016	Sale Efforts	Mark D. Kozel	0.6	350.00	210.00	Review updated A/R Analysis and Franchise A/R Aging reports and compare to previous models and amounts (0.6)
4/19/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Telecon with Peer on recent emails and information on purchase price adjustments (0.1)
4/19/2016	Sale Efforts	Mark D. Kozel	1.4	350.00	490.00	Review latest purchase price calculations by Mastodon. Draft detailed email to Robert with specific questions on various amounts and changes from last (1.4)
4/19/2016	Sale Efforts	Mark D. Kozel	0.3	350.00	105.00	Conference call with Robert, Sean Christal on changes made (0.3)
4/19/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Telecon with Peer on conversation with Robert and information obtained to clarify latest purchase price calculations (0.1)
4/19/2016	Sale Efforts	Mark D. Kozel	0.3	350.00	105.00	Review further changes to Amendment #4 (0.3)
4/19/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Telecon with Peer on changes to Amendment #4 (0.1)
4/19/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Review email from TA's counsel regarding changes in latest amendment draft (0.1)
4/19/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Telecon with Peer on TA's comments (0.1)
4/19/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Telecon with Peer on Mastodon request for conference call (0.1)
4/19/2016	Sale Efforts	Mark D. Kozel	0.3	350.00	105.00	Participate in conference call on sale closing issues (0.3)

BDO USA, LLP
Invoice Detail by Category
April 1 - July 31, 2016

Exhibit B

<u>Date</u>	<u>Matter</u>	<u>Associate</u>	<u>Duration</u>	<u>Rate</u>	<u>Charge</u>	<u>Notes</u>
4/19/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Email exchange with Peer on need for additional information (0.1)
4/19/2016	Sale Efforts	Mark D. Kozel	0.5	350.00	175.00	Review drafts and proposed changes to Escrow worksheet. Compare to latest waterfall models (0.5)
4/19/2016	Sale Efforts	Mark D. Kozel	0.5	350.00	175.00	Participate in second conference call on closing issues (0.5)
4/19/2016	Sale Efforts	Mark D. Kozel	0.3	350.00	105.00	Review settlement statement revisions as proposed (0.3)
4/19/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Review email exchange regarding signoffs on Amendment #4 (0.2)
4/19/2016	Sale Efforts	Mark D. Kozel	0.5	350.00	175.00	Review email exchange regarding Escrow agreement. Review same (0.5)
4/25/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Telecon with Peer on Mastodon Fee Application and closing certificate (0.1)
4/25/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Receive and print Mastodon Fee Application for review and confirmation of amounts cited (0.1)
4/25/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Review email and attachment on closing cash and inventory accounting. Draft email to Christal regarding same (0.1)
4/25/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Email exchange with Christal and John Lane on remaining cash, amounts, and funds in ATM's or otherwise (0.2)
4/27/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Review information in dataroom on TAG in preparation for conference call (0.2)
4/27/2016	Sale Efforts	Mark D. Kozel	0.8	350.00	280.00	Conference call with Debtors' counsel, Committee counsel and TAG representative on status of "orphan assets." (0.8)
4/27/2016	Sale Efforts	Mark D. Kozel	0.3	350.00	105.00	Telecon with Peer/Polinko on TAG call and impact on creditor recoveries (0.3)
4/27/2016	Sale Efforts	Mark D. Kozel	0.8	350.00	280.00	Revise analysis of Mastodon Fee Application comparison following discussion with Peer and forward (0.8)
4/27/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Telecon with Peer on closing statement (0.2)
4/29/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Review draft support document and consider comments (0.2)
5/2/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Telecon with Peer on Closing certificate (0.2)
5/2/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Call with John Lane regarding cash, status of closing certificate and related (0.2)
5/2/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Telecon with Peer regarding information learned from Lane (0.1)
5/2/2016	Sale Efforts	Mark D. Kozel	0.4	350.00	140.00	Review various emails and attachments related to inventory adjustment and other items related to closing certificate (0.4)
5/3/2016	Sale Efforts	Mark D. Kozel	0.9	350.00	315.00	Review Verification of Final Purchase Price and understand how numbers were derived. Create comparison entry in BDO Purchase Price calculation worksheet. Forward comparison to Peer/Polinko (0.9)
5/3/2016	Sale Efforts	Mark D. Kozel	0.4	350.00	140.00	Telecon with Chris and John on TAG offer and Verification of Purchase Price (0.4)
5/3/2016	Sale Efforts	Mark D. Kozel	0.3	350.00	105.00	Draft email to John Lane on items of Committee concern on TAG offer (0.3)
5/3/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Draft email to John Lane on cash and remaining with Estate (0.1)
5/3/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Review response from Lane and forward to Peer. Email exchange on same (0.2)
5/3/2016	Sale Efforts	Mark D. Kozel	1.5	350.00	525.00	Review several changes to verification of final purchase price and supporting schedules. Respond to Chris with net adjustment figures (1.5)
5/3/2016	Sale Efforts	Mark D. Kozel	0.3	350.00	105.00	Create PDF of purchase price comparison and adjustment and forward to Debtors' counsel at their request to support final payment from Buyer (0.3)
5/3/2016	Sale Efforts	Mark D. Kozel	0.3	350.00	105.00	Email exchange and comments to same on last minute adjustments to inventory on Verification of Final Purchase Price. Analysis tomorrow (0.3)
5/4/2016	Sale Efforts	Mark D. Kozel	0.8	350.00	280.00	Review inventory adjustment and reconcile new amounts due from buyer with previous worksheet. Email Peer on same. Respond to Christi's email that Committee was OK with inventory revised number and change to net funds due (0.8)
5/5/2016	Sale Efforts	Mark D. Kozel	0.5	350.00	175.00	Conference call with Chris and John on conversations with Debtors' counsel and current thoughts (0.5)
5/5/2016	Sale Efforts	Mark D. Kozel	0.4	350.00	140.00	Review Listing of entities and other information prepared for Committee Counsel and update. Forward to Peer. Review response and respond accordingly (0.4)
5/5/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Review email on request for Committee sale proceeds worksheet and respond (0.1)

BDO USA, LLP
Invoice Detail by Category
April 1 - July 31, 2016

Exhibit B

<u>Date</u>	<u>Matter</u>	<u>Associate</u>	<u>Duration</u>	<u>Rate</u>	<u>Charge</u>	<u>Notes</u>
5/5/2016	Sale Efforts	Mark D. Kozel	0.3	350.00	105.00	Extract pertinent Sale Proceeds analysis, ensure all formulas are working, and forward to Debtors' counsel with copies to Committee counsel (0.3)
5/5/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Call to Peer on sale proceeds analysis sent to Debtors' counsel at their request (0.2)
5/6/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Review TA notice of abandonment of records. Brief discussion with LG on same (0.2)
5/10/2016	Sale Efforts	Mark D. Kozel	0.5	350.00	175.00	Update Sale Proceeds chart and Waterfall and forward to Peer for Committee Call on Thursday (0.5)
5/11/2016	Sale Efforts	Mark D. Kozel	0.3	350.00	105.00	Revise waterfall and distribute to Committee & professionals (0.3)
5/11/2016	Sale Efforts	Mark D. Kozel	0.4	350.00	140.00	Review TA's letter concerning records to be destroyed. Draft emails to Polinko on records that should be kept (0.4)
5/12/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Review recently received TAG proposal (0.2)
5/18/2016	Sale Efforts	Mark D. Kozel	0.2	350.00	70.00	Respond to Polinko email on gift card receivables (0.2)
5/18/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Draft email to Lane on status of TA response to Verification document. Pass along response to Peer (0.1)
5/19/2016	Sale Efforts	Mark D. Kozel	0.8	350.00	280.00	Conference call with Debtor's counsel, Lane, Peer & Polinko on Austintown amounts due and Lippert contract (0.8)
5/31/2016	Sale Efforts	Mark D. Kozel	1.8	350.00	630.00	Review docket. Download & review recent filings on lease rejections and other matters. Compare with schedules in Waterfall model for updates (1.8)
6/9/2016	Sale Efforts	Mark D. Kozel	0.1	350.00	35.00	Review response from Lane on Challenge Statement. Respond with further request for information and review response (0.1)
Total - Sale Efforts			60.9		21,367.00	
5/20/2016	Travel	Mark D. Kozel	2	175.00	350.00	Travel to/from meeting at Wickens Herzer (2.0)
6/13/2016	Travel	Mark D. Kozel	2.0	175.00	350.00	Travel to/from hearing (2.0)
6/16/2016	Travel	Mark D. Kozel	1.0	175.00	175.00	Travel to/from mediation (1.0)
Total - Travel			5		875.00	
TOTAL - All Categories			157.2		54,379.00	

EXHIBIT E

In re:)
) Chapter 11
 QSL of Medina, Inc., *et. al.*,³)
)
) Case Nos. 15-52722; 15-52726
) through 15-52732; 15-52734 through
) 15-52735; 15-52737 through 15-
) 52738; 15-52740 through 15-52749;
) 15-52751 through 15-52754
)
 Debtors.) (Joint Administration under Case No.
) 15-52722)
)
) Hon. Judge Alan M. Koschik
)

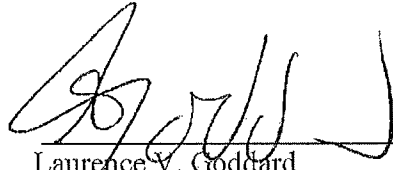
I, Laurence V. Goddard, Principal and Partner of the financial advisory firm BDO USA, LLP (“BDO”), hereby certify that I have read the foregoing Second Interim Application of BDO USA, LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Financial Advisors to the Official Committee of Unsecured Creditors (the “Committee”) for the period from April 1, 2016 through July 31, 2016. To the best of my

15-52722-amk Doc 416-1 FILED 09/09/16 ENTERED 09/09/16 16:24:00 Page 19 of 24

knowledge, information and belief formed after reasonable inquiry, the compensation and expense reimbursement sought by such fee application conforms with the Guidelines for Compensation and Expense Reimbursement of Professionals promulgated by Bankruptcy Court for the Northern District of Ohio, and the compensation requested is billed at rates in accordance with practices no less favorable to the Debtors and Debtors' estates than those customarily employed by BDO generally.

Moreover, no person who is a member or associate of BDO is a relative of any judge of this Court or the United States Trustee in the region in which this case is pending, nor are they or have they been connected with any judge of this Court or such United States Trustee so as to render the employment of BDO improper as set forth in Rule 5002 of the Federal Rules of Bankruptcy Procedure.

Dated: September 8, 2016



Laurence V. Goddard
Principal
BDO USA, LLP
32125 Solon Road
Solon, Ohio 44139
Telephone: 440/394-6150
Facsimile: 440/248-0841

EXHIBIT F

In re:)
) Chapter 11
Wings of Medina Liquidation, Inc., *et. al.*,⁴)
) Case Nos. 15-52722; 15-52726
) through 15-52732; 15-52734 through
) 15-52735; 15-52737 through 15-
) 52738; 15-52740 through 15-52749;
) 15-52751 through 15-52754
)
Debtors.) (Joint Administration under Case No.
) 15-52722)
)
) Hon. Judge Alan M. Koschik
)

Upon (a) the Application of BDO USA, LLP (“BDO”), Financial Advisor for the Official Committee of Unsecured Creditors (the “Committee”), for an Interim Allowance of Compensation for Professional Services Rendered and for Reimbursement of Expenses Incurred in providing financial advisor services for the Committee for the period of April 1, 2016 through July 31, 2016, [Docket _____] (the “Application”), and the Court having considered the Application, the Court finds that: (i) it has jurisdiction over the matters

15-52722-amk Doc 416-1 FILED 09/09/16 ENTERED 09/09/16 16:24:00 Page 22 of 24

raised in the Application under 28 U.S.C. §§ 157 and 1334; (ii) venue of this matter is proper under 28 U.S.C. §§ 1408 and 1409; (iii) this matter is a core proceeding under 28 U.S.C. § 157(b)(2) and the Court has the constitutional authority to enter a final order on the Application; (iv) the fees sought in the Application represent reasonable compensation for actual and necessary services rendered by BDO pursuant to 11 U.S.C. § 330(a), and represent a reasonable amount of fees in light of hourly market rate for similar services charged by investment banking and financial advisory firms in other cases; (v) the expenses sought in the Application are actual and necessary expenses for which BDO seeks reimbursement, pursuant to 11 U.S.C. § 330(a); (vi) adequate and proper notice of the Application and the hearing regarding the same was given and no other or further notice is necessary; and (vii) and after due deliberation thereon; good and sufficient legal and factual cause exists for the granting of the relief requested in the Application as set forth therein,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED and APPROVED.
2. Capitalized terms not defined herein shall have the meaning as defined in the Application.
3. Compensation for BDO's services and expense reimbursement for the period of April 1, 2016, through and including July 31, 2016, are hereby approved and allowed on an interim basis, as set forth in the following amounts: (a) fees: \$54,379.00; and (b) expenses: \$341.73 respectively.

4. The Debtors are hereby authorized and directed to pay the total amount of \$10,875.80 to BDO, which represents the fee amounts held back pursuant to the Interim Compensation Order [Docket 108].

Submitted by:

/s/ Christopher W. Peer

Christopher W. Peer (No. 0076257)

Email cpeer@wickenslaw.com

John A. Polinko (No. 0073967)

Email jpolinko@wickenslaw.com

WICKENS, HERZER, PANZA,
COOK & BATISTA CO.

35765 Chester Rd.

Avon, OH 44011-1262

(440) 695-8000 (Main)

(440) 695-8098 (Fax)